

SUBJECT TO COMPLETION, DATED NOVEMBER 1, 1999



3,000,000 Shares

Common Stock

Digimarc Corporation is offering 3,000,000 shares of its common stock. This is our initial public offering and no public market currently exists for our shares. We have applied to have our common stock quoted on the Nasdaq National Market under the symbol "DMRC." We anticipate that the initial public offering price will be between \$11.00 and \$13.00 per share.

**Investing in our common stock involves risks.
See "Risk Factors" beginning on page 4.**

	<u>Per Share</u>	<u>Total</u>
Public Offering Price	\$	\$
Underwriting Discounts and Commissions	\$	\$
Proceeds to Digimarc	\$	\$

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Digimarc has granted the underwriters a 30-day option to purchase up to an additional 450,000 shares of common stock to cover any over-allotments.

Robertson Stephens

Hambrecht & Quist

U.S. Bancorp Piper Jaffray

The date of this Prospectus is _____, 1999.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and we are not soliciting offers to buy these securities, in any state where the offer or sale is not permitted.

MANAGEMENT

Officers and Directors

The following table sets forth certain information regarding our executive officers, corporate officers and directors as of October 21, 1999:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Executive Officers		
Bruce Davis	47	President, Chief Executive Officer and Director
Geoffrey Rhoads	37	Chief Technology Officer, Secretary and Director
E. K. Ranjit	49	Chief Financial Officer
J. Scott Carr	37	Vice President and General Manager, Secure Documents
Corporate Officers		
Burt W. Perry	45	Vice President of Engineering
Kathy S. Brogdon	46	Vice President of Finance and Operations
William Y. Conwell	40	Vice President of Intellectual Property
Directors		
Philip J. Monego, Sr.	52	Chairman of the Board
Brian J. Grossi	49	Director
John Taysom	45	Director

Executive Officers

Bruce Davis has served as our president, chief executive officer and director since December 1997. Prior to joining us, Mr. Davis served as president of Titan Broadband Communications, a provider of information technology and satellite communications systems and services, from April 1997 to December 1997. Prior to that, Mr. Davis served as president of Prevue Networks, Inc., a supplier of electronic program guides and program promotion services for the cable and satellite television markets, from July 1996 to February 1997. Prior to that, Mr. Davis founded and served as president of TV Guide On Screen, a joint venture of News Corporation and TCI which supplied electronic program guides and navigational software for the cable television market, from January 1993 to July 1996. Mr. Davis received a B.S. in accounting and psychology and an M.A. in criminal justice from the State University of New York at Albany, and a J.D. from Columbia University.

Geoffrey Rhoads founded Digimarc in 1995 and now serves as chief technology officer, secretary and director. Previously, Mr. Rhoads served as our interim president from September to November 1995, and as chairman of the board of directors from January 1995 to March 1996. Prior to that, Mr. Rhoads was the founder and president of Pinecone Imaging Corporation, a company which develops imaging systems for telescopes, since 1992. Mr. Rhoads received his B.A. in physics from the University of Oregon.

E. K. Ranjit has served as our chief financial officer since August 1999. Prior to that, he served as vice president of finance and treasurer of TriQuint Semiconductor, Inc., a supplier of integrated circuits for the wireless communications, telecommunications, data communications and aerospace markets from July 1996 to August 1999, and as its corporate controller from May 1991 to June 1996. Mr. Ranjit received a B.S. from the University of Texas at Dallas and an M.B.A. from Pepperdine University.